

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

**MORNING STAR RESTAURANT GROUP,
LLC,**

Case No. 09-11189 (ALG)

Debtor.

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**ORDER AUTHORIZING THE RETENTION OF BRIAN S.
CARR & CO. AS ACCOUNTANTS AND CONSULTANTS TO
THE DEBTOR, NUNC PRO TUNC TO AUGUST 10, 2010**

Upon the Amended Application, dated August 26, 2010 (the "Application"), of Morning Star Restaurant Group LLC (the "Debtor"), the above-captioned debtor, for an order, pursuant to 11 U.S.C. § 327(a) authorizing the retention of Brian S. Carr & Co. ("Brian S. Carr & Co.") *nunc pro tunc* to August 10, 2010 as the Debtor's accountants herein; and upon the Declaration of Brian S. Adjo, CPA, dated August 10, 2010 (the "Adjo Declaration") and the Amended Declaration of Brian S. Adjo, CPA, dated August 26, 2010 (the "Amended Adjo Declaration"); and upon the Declaration of Lawrence Jordan, dated August 26, 2010, and it appearing that Brian S. Carr & Co. represents no interest adverse to the Debtor, its estate or creditors with respect to the matters for which Brian S. Carr & Co. are to be engaged, that Brian S. Carr & Co. are a disinterested person as that term is defined in 11 U.S.C. § 101(14), and that its employment is necessary and in the best interests of the estate; and sufficient notice of the Application having been given; and good and sufficient cause having been shown therefore; it is hereby

ORDERED, that pursuant to 11 U.S.C. § 327(a), and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, the Debtor is authorized and empowered to employ and retain Brian S. Carr & Co. as its accountants herein on the terms and conditions set forth in the Amended Application, the Adjo Declaration and the Amended Adjo Declaration *nunc pro tunc* to August 10, 2010; and it is further

ORDERED, that Brian S. Carr & Co. shall provide to the Debtor, the United States Trustee and each member of the Official Committee of Unsecured Creditors, written notice at least ten business days prior to any increases in the rates set forth in the Amended Application, and such notice must be filed with the Court; and it is further

ORDERED, that all compensation and reimbursement of expenses to be paid to Brian S. Carr & Co. shall be subject to prior application to, and award by, this Court, pursuant to 11 U.S.C. §§ 330 and 331, the Federal and Local Bankruptcy Rules, and the Guidelines promulgated by the Office of the United States Trustee; and it is further

ORDERED, that Brian S. Carr and Co. shall apply any remaining amounts of its retainer as a credit toward its fees and expenses, after such fees and expenses are approved pursuant to the first Order of this Court awarding fees and expenses to Brian S. Carr & Co.

ORDERED, that the Court retains jurisdiction with respect to all matters arising from, or related to, the interpretation and implementation of this Order; and it is further

ORDERED, that to the extent the Amended Application, Adjo Declaration or Amended Adjo Declaration are inconsistent with this Order, the terms of this Order shall govern.

Dated: New York, New York
September __, 2010

Honorable Allan L. Gropper
United States Bankruptcy Judge

NO OBJECTION:
TRACY HOPE DAVIS
UNITED STATES TRUSTEE

By: /s/ Andrea B. Schwartz
Andrea B. Schwartz
Trial Attorney